

MARATHON LEASING COMPANY

EQUIPMENT TRUST, SERIES 5

BILL OF SALE

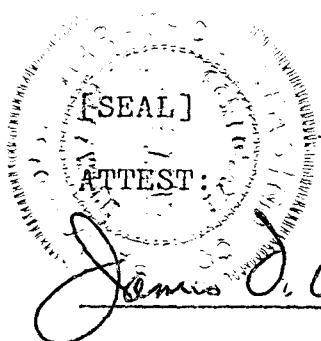
THIS CONTRACT dated as of the 19th day of July, 1973,
by and between MARATHON LEASING COMPANY, a corporation organized
and existing under the laws of the State of Delaware (herein-
after called "Seller"), and SECURITY NATIONAL BANK, a national
banking association incorporated and existing under the laws
of the United States, as Trustee (hereinafter called "Buyer")
pursuant to Marathon Leasing Company Equipment Trust, Series 5,
dated as of April 1, 1973.

In consideration of \$10.00 in hand paid, receipt of which
is hereby acknowledged, Seller does hereby sell and convey to
Buyer the railroad cars described in Exhibit "A" attached
hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described
property and that the described property is free from all liens
and encumbrances (including any leasehold interest) other than
the Existing Leases described in the attached Exhibit "B"; and
Seller further agrees to forever warrant and defend the title
to the described property unto Buyer, its successors and assigns,
against all lawful claims.

MARATHON LEASING COMPANY

By C. T. Carolan
C. T. Carolan, President



7011-E
JUL 19 1973 - 3 22 PM
INTERSTATE COMMERCE COMMISSION

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared C. T. CAROLAN, President, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of MARATHON LEASING COMPANY, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 16th day of July, 1973.

FREDA BRIDEN
Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1974

NOTARY PUBLIC in and for
Harris County, T e x a s

EXHIBIT "A"

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity In Gallons</u>	<u>Initials and Car Numbers</u>	<u>Maximum Cost</u>	<u>Date of Earliest Service</u>	<u>Date of Lease</u>	<u>Term</u>	<u>Monthly Rental</u>
15 tank cars	111A100W1	26,000	RTMX 2625 thru 2639	\$303,000	April, 1973	4-1-73	144 months	\$3,496.50
21 tank cars	111A100W3	14,000	RTMX 3100 thru 3120	451,500	June, 1973	6-1-73	180 months	5,460.00
3 tank cars	111A100W1	20,000	RTMX 2025 thru 2027	57,270	June, 1973	6-1-73	144 months	624.00
6 tank cars	111A100W5	20,800	RTMX 2085 thru 2090	132,000	June, 1973	7-1-73	144 months	1,590.00

EXHIBIT "B"

EXISTING LEASES

1. Tank Car Lease and Service Contract dated April 1, 1973 between Marathon Leasing Company and The Dow Chemical Company, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	26,000 gal. 111A100W1	RTMX 2600 through 2639

2. Tank Car Lease and Service Contract dated June 1, 1973 between Marathon Leasing Company and Duval Corporation, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	14,000 gal. 111A100W3	RTMX 3100 through 3149

3. Tank Car Lease and Service Contract dated June 1, 1973 between Marathon Leasing Company and Pennwalt Corporation, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	20,000 gal. 111A100W1	RTMX 2025 through 2027

4. Tank Car Lease and Service Contract dated July 1, 1973 between Marathon Leasing Company and Pennwalt Corporation, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
6	20,800 gal. 111A100W5	RTMX 2085 through 2090